

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA

---

MS. LYNDSLEY M.D. OLSON, on behalf	)	
of herself and all others similarly situated,	)	
	)	
Plaintiff,	)	
	)	The Honorable Paul A. Magnuson,
v.	)	<i>Judge Presiding</i>
	)	
CITIBANK (New York State),	)	Case No. 0:10-cv-02992-PAM-JJK
CITIBANK, N.A., and THE STUDENT	)	
LOAN CORPORATION,	)	
	)	
Defendants.	)	

---

**DEFENDANTS' MOTION TO PARTIALLY AMEND THE JUDGMENT**  
**AND PARTIALLY SET ASIDE THE SEPTEMBER 5, 2012**  
**FINAL APPROVAL ORDER**

Defendants, through their counsel and pursuant to Rule 60(b)(1) of the Federal Rules of Civil Procedure and Local Rule 7.1(e), respectfully request that this Court partially amend the Judgment (Doc. # 75) and partially set aside the Final Approval Order (Doc. # 74). As discussed in the concurrently-filed supporting memorandum of law and Declaration of James Mercer, Defendants seek this relief for the limited purpose of allowing Defendant Citibank, N.A.. ("Citibank"), on behalf of all Defendants, to provide Class Notice to 124 additional class members (the "Additional Class Members") to whom the Class Notice inadvertently was not previously mailed. Such relief also best serves the interests of justice, as it would ensure due process protections for the Additional Class Members, and it would permit the Court to analyze objections, if any,

that might be filed by Additional Class Members before entering an Order that finally approves the settlement agreement as to all affected Settlement Class Members.

Accordingly, Defendants respectfully request that this Court: (1) grant their motion pursuant to Rule 60(b)(1); (2) direct Citibank, on behalf of all Defendants and through its third party administrator, to serve the Class Notice on the Additional Class Members no later than five business days after this motion is granted, in the same manner as set forth in Section E.2 of the settlement agreement; (3) establish an objection and opt-out deadline for the Additional Class Members of 40 days from the date on which the Class Notice is sent to them; (4) set a second, final fairness hearing for a date on which the Court is available on or after January 4, 2013, limited to the issue of whether objections or opt-outs, if any, filed by the Additional Class Members warrant any changes in the terms of the Court's September 5, 2012 Final Approval Order; and (5) order that all other provisions of the settlement agreement are stayed, including any payments to Plaintiff, to Class Counsel, or to any Settlement Class Members, until new payment deadlines are set forth at the second fairness hearing and in accordance with the terms of the settlement agreement.

In accordance with Local Rule 7.1(a), Defendants' counsel met and conferred with Plaintiff's counsel, through a series of e-mails and telephone calls between October 26, 2012, and the date on which this motion was filed, but the parties were not able to reach a resolution.<sup>1</sup>

---

<sup>1</sup> Pursuant to Local Rule 7.1(l), Defendants separately are e-mailing to chambers, and serving on Plaintiff's counsel, their proposed order granting this motion.

Respectfully submitted,

Dated: November 6, 2012

By: /s/ Andrew S. Rosenman

Lucia Nale (admitted *Pro Hac Vice*)  
Andrew S. Rosenman (admitted *Pro Hac Vice*)  
MAYER BROWN LLP  
71 South Wacker Drive  
Chicago, Illinois 60606  
Telephone: (312) 782-0600  
Facsimile: (312) 701-7711

John L. Krenn (MN License #12493X)  
GRAY PLANT MOOTY  
500 IDS Center  
80 South Eighth Street  
Minneapolis, Minnesota 55402  
Telephone: (612) 632-3222  
Facsimile: (612) 632-4222  
*Counsel for Defendants*